

DISPOSITION

* **SPECIAL STATE GAMING CONTROL BOARD MEETING**

GAMING CONTROL BOARD OFFICES
GRANT SAWYER BUILDING
CONFERENCE ROOM 2450
555 EAST WASHINGTON AVENUE
LAS VEGAS, NV 89101

Friday, June 10, 2005

- 9:30 a.m. • Nonrestricted Items # 01-06-05 through # 05-06-05
• Public Comments

SPECIAL NEVADA GAMING COMMISSION MEETING

GAMING CONTROL BOARD OFFICES
GRANT SAWYER BUILDING
CONFERENCE ROOM 2450
555 EAST WASHINGTON AVENUE
LAS VEGAS, NV 89101

Friday, June 10, 2005

- 1:30 p.m. • Nonrestricted Items # 01-06-05 through # 05-06-05
• Public Comments

INDEX
SPECIAL JUNE 2005

Caesar's Palace Corporation	NR #1, 2
Caesars Tahoe.....	NR #3, 4, 5
Caesars Tahoe-Race Book and Sports Pool Operated by Club Cal-Neva	NR #5
Caesars World, Inc.....	NR #1, 2
Cal-Neva	NR #5
Columbia Properties Tahoe, LLC.....	NR #3
Consolidated Supplies, Services, and Systems.....	NR #2
 Desert Palace, Inc.	NR #1, 2, 4
 FHR Corporation	NR #2
Flamingo Laughlin, Inc.	NR #2
 Harrah's Entertainment, Inc. (PTC).....	NR #1, 2
Harrah's Operating Company, Inc. (PTC).....	NR #1, 2
Harveys Casino Resort	NR #1
 Parball Corporation	NR #1, 2
 Rio Hotel & Casino	NR #1
 Sierra Development Company	NR #5
 Tele/Info, Inc.....	NR #2
 Wimar Tahoe Corporation.....	NR #3
Woolf, Larry Jean	NR #4
 Yung III, William John	NR #3

**NONRESTRICTED AGENDA
SPECIAL JUNE 2005
PAGE 1**

01-06-05 N05-0257 Re: 14183-01
HARRAH'S ENTERTAINMENT, INC. (PTC)
ONE HARRAH'S COURT
LAS VEGAS, NV 89119

**APPLICATION FOR AN ACQUISITION OF CONTROL OF CAESARS
ENTERTAINMENT, INC.**

APPLICATION FOR AMENDMENT TO ORDER OF REGISTRATION

Re: 14184-01
04834-01 (D)
13956-01 (M)
HARRAH'S OPERATING COMPANY, INC. (PTC)
(Harrah's Entertainment, Inc. – 100%)
ONE HARRAH'S COURT
LAS VEGAS, NV 89119

**APPLICATION FOR AN ACQUISITION OF CONTROL OF CAESARS
ENTERTAINMENT, INC.**

**APPLICATION FOR A FINDING OF SUITABILITY AS THE SOLE SHAREHOLDER OF
PARBALL CORPORATION, CONSOLIDATED SUPPLIES, SERVICES AND SYSTEMS
AND CAESARS WORLD, INC.**

**APPLICATION TO PLACE RESTRICTIONS UPON THE TRANSFER OF, AND TO
ENTER INTO AGREEMENTS NOT TO ENCUMBER, THE EQUITY SECURITIES OF
PARBALL CORPORATION, CONSOLIDATED SUPPLIES, SERVICES AND SYSTEMS
AND CAESARS WORLD, INC. IN CONJUNCTION WITH THE SECOND AMENDED
AND RESTATED CREDIT AGREEMENT DATED JANUARY 31, 2005, 8% SENIOR
NOTES DUE 2011 AND SENIOR FLOATING RATE NOTES DUE 2008**

**APPLICATION TO PLACE RESTRICTIONS UPON THE TRANSFER OF, AND TO
ENTER INTO AGREEMENTS NOT TO ENCUMBER, THE EQUITY SECURITIES OF
HARRAH'S LAS VEGAS, INC., HARRAH'S LAUGHLIN, INC., RIO HOTEL & CASINO,
INC. AND HARVEYS CASINO RESORTS IN CONJUNCTION WITH SENIOR
FLOATING RATE NOTES DUE 2008**

APPLICATION FOR AMENDMENT TO ORDER OF REGISTRATION

Re: 05273-01
HARVEYS CASINO RESORTS
(Harrah's Operating Company, Inc. – 100%)
P O BOX 128
SOUTH LAKE TAHOE, NV 89449

**APPLICATION TO PLACE RESTRICTIONS UPON THE TRANSFER OF, AND TO
ENTER INTO AGREEMENTS NOT TO ENCUMBER, THE EQUITY SECURITIES OF
HARVEYS TAHOE MANAGEMENT COMPANY, INC. IN CONJUNCTION WITH
SENIOR FLOATING RATE NOTES DUE 2008**

----- Item Continued Next Page -----

**NONRESTRICTED AGENDA
SPECIAL JUNE 2005
PAGE 2**

Re: 13883-01
RIO HOTEL & CASINO, INC.
(Harrah's Operating Company, Inc. – 100%)
ONE HARRAH'S COURT
LAS VEGAS, NV 89119

APPLICATION TO PLACE RESTRICTIONS UPON THE TRANSFER OF, AND TO ENTER INTO AGREEMENTS NOT TO ENCUMBER, THE EQUITY SECURITIES OF RIO PROPERTIES, INC. IN CONJUNCTION WITH SENIOR FLOATING RATE NOTES DUE 2008

Re: 23978-01
11675-02 (M)
12271-02 (D)
PARBALL CORPORATION
(Harrah's Operating Company, Inc. – 100%)
3930 HOWARD HUGHES PKWY
LAS VEGAS, NV 89109

APPLICATION TO PLACE RESTRICTIONS UPON THE TRANSFER OF, AND TO ENTER INTO AGREEMENTS NOT TO ENCUMBER, THE EQUITY SECURITIES OF FHR CORPORATION AND FLAMINGO LAUGHLIN, INC. IN CONJUNCTION WITH THE SECOND AMENDED AND RESTATED CREDIT AGREEMENT DATED JANUARY 31, 2005, 8% SENIOR NOTES DUE 2011 AND SENIOR FLOATING RATE NOTES DUE 2008

Re: 03131-01
CAESARS WORLD, INC.
(Harrah's Operating Company, Inc. – 100%)
3930 HOWARD HUGHES PKWY
LAS VEGAS, NV 89109

APPLICATION TO PLACE RESTRICTIONS UPON THE TRANSFER OF, AND TO ENTER INTO AGREEMENTS NOT TO ENCUMBER, THE EQUITY SECURITIES OF CAESARS PALACE CORPORATION IN CONJUNCTION WITH THE SECOND AMENDED AND RESTATED CREDIT AGREEMENT DATED JANUARY 31, 2005, 8% SENIOR NOTES DUE 2011 AND SENIOR FLOATING RATE NOTES DUE 2008

Re: 05074-01
CAESARS PALACE CORPORATION
(Caesars World, Inc. – 100%)
3930 HOWARD HUGHES PKWY
LAS VEGAS, NV 89109

APPLICATION TO PLACE RESTRICTIONS UPON THE TRANSFER OF, AND TO ENTER INTO AGREEMENTS NOT TO ENCUMBER, THE EQUITY SECURITIES OF DESERT PALACE, INC. IN CONJUNCTION WITH THE SECOND AMENDED AND RESTATED CREDIT AGREEMENT DATED JANUARY 31, 2005, 8% SENIOR NOTES DUE 2011 AND SENIOR FLOATING RATE NOTES DUE 2008

----- Item Continued Next Page -----

**NONRESTRICTED AGENDA
SPECIAL JUNE 2005
PAGE 3**

Re: 05150-01
DESERT PALACE, INC.
(Caesars Palace Corporation – 100%)
3930 HOWARD HUGHES PKWY
LAS VEGAS, NV 89109

APPLICATION TO PLACE RESTRICTIONS UPON THE TRANSFER OF, AND TO ENTER INTO AGREEMENTS NOT TO ENCUMBER, THE EQUITY SECURITIES OF TELE/INFO, INC. IN CONJUNCTION WITH THE SECOND AMENDED AND RESTATED CREDIT AGREEMENT DATED JANUARY 31, 2005, 8% SENIOR NOTES DUE 2011 AND SENIOR FLOATING RATE NOTES DUE 2008

GCB RECOMMENDS: APPROVAL, EIGHTEENTH REVISED ORDERS OF REGISTRATION, DRAFT #03.

NGC DISPOSITION: APPROVED, EIGHTEENTH REVISED ORDERS OF REGISTRATION – SAME.

02-06-05 N05-0258 Re: 14183-01
HARRAH'S ENTERTAINMENT, INC. (PTC)
ONE HARRAH'S COURT
LAS VEGAS, NV 89119

APPLICATION FOR AN AMENDED APPROVAL OF A CONTINUOUS OR DELAYED PUBLIC OFFERING

Re: 14184-01
HARRAH'S OPERATING COMPANY, INC. (PTC)
(Harrah's Entertainment, Inc. – 100%)
ONE HARRAH'S COURT
LAS VEGAS, NV 89119

APPLICATION FOR AN AMENDED APPROVAL OF A CONTINUOUS OR DELAYED PUBLIC OFFERING

APPLICATION TO PLACE RESTRICTIONS UPON THE TRANSFER OF, AND TO ENTER INTO AGREEMENTS NOT TO ENCUMBER, THE EQUITY SECURITIES OF PARBALL CORPORATION, CONSOLIDATED SUPPLIES, SERVICES AND SYSTEMS AND CAESARS WORLD, INC. IN CONJUNCTION WITH A CONTINUOUS OR DELAYED PUBLIC OFFERING

----- Item Continued Next Page -----

**NONRESTRICTED AGENDA
SPECIAL JUNE 2005
PAGE 4**

Re: 23978-01
PARBALL CORPORATION
(Harrah's Operating Company, Inc. – 100%)
3930 HOWARD HUGHES PKWY
LAS VEGAS, NV 89109

APPLICATION TO PLACE RESTRICTIONS UPON THE TRANSFER OF, AND TO ENTER INTO AGREEMENTS NOT TO ENCUMBER, THE EQUITY SECURITIES OF FHR CORPORATION AND FLAMINGO LAUGHLIN, INC. IN CONJUNCTION WITH A CONTINUOUS OR DELAYED PUBLIC OFFERING

APPLICATION TO GUARANTEE SECURITIES AND HYPOTHECATE ASSETS IN CONJUNCTION WITH A CONTINUOUS OR DELAYED PUBLIC OFFERING

Re: 03131-01
CAESARS WORLD, INC.
(Harrah's Operating Company, Inc. – 100%)
3930 HOWARD HUGHES PKWY
LAS VEGAS, NV 89109

APPLICATION TO PLACE RESTRICTIONS UPON THE TRANSFER OF, AND TO ENTER INTO AGREEMENTS NOT TO ENCUMBER, THE EQUITY SECURITIES OF CAESARS PALACE CORPORATION IN CONJUNCTION WITH A CONTINUOUS OR DELAYED PUBLIC OFFERING

Re: 05074-01
CAESARS PALACE CORPORATION
(Caesars World, Inc. – 100%)
3930 HOWARD HUGHES PKWY
LAS VEGAS, NV 89109

APPLICATION TO PLACE RESTRICTIONS UPON THE TRANSFER OF, AND TO ENTER INTO AGREEMENTS NOT TO ENCUMBER, THE EQUITY SECURITIES OF DESERT PALACE, INC. IN CONJUNCTION WITH A CONTINUOUS OR DELAYED PUBLIC OFFERING

Re: 05150-01
DESERT PALACE, INC.
(Caesars Palace Corporation – 100%)
3930 HOWARD HUGHES PKWY
LAS VEGAS, NV 89109

APPLICATION TO PLACE RESTRICTIONS UPON THE TRANSFER OF, AND TO ENTER INTO AGREEMENTS NOT TO ENCUMBER, THE EQUITY SECURITIES OF TELE/INFO, INC. IN CONJUNCTION WITH A CONTINUOUS OR DELAYED PUBLIC OFFERING

APPLICATION TO GUARANTEE SECURITIES AND HYPOTHECATE ASSETS IN CONJUNCTION WITH A CONTINUOUS OR DELAYED PUBLIC OFFERING

----- Item Continued Next Page -----

**NONRESTRICTED AGENDA
SPECIAL JUNE 2005
PAGE 5**

Re: 13288-01
FLAMINGO LAUGHLIN, INC.
(Parball Corporation – 100%)
1900 CASINO DR
LAUGHLIN, NV 89029

03007-04
FHR CORPORATION
(Parball Corporation – 100%)
2500 E 2ND ST
RENO, NV 89595

24997-01
CONSOLIDATED SUPPLIES, SERVICES AND SYSTEMS
(Harrah's Operating Company, Inc. – 100%)
3930 HOWARD HUGHES PKWY
LAS VEGAS, NV 89109

04470-01
TELE/INFO, INC.
(Desert Palace – 100%)
3930 HOWARD HUGHES PKWY
LAS VEGAS, NV 89109

**APPLICATIONS TO GUARANTEE SECURITIES AND HYPOTHECATE ASSETS IN
CONJUNCTION WITH A CONTINUOUS OR DELAYED PUBLIC OFFERING**

GCB RECOMMENDS: APPROVAL, REVISED ORDER, DRAFT #01.

NGC DISPOSITION: APPROVED, REVISED ORDER – SAME.

03-06-05 N05-0351 Re: 14363-01
WIMAR TAHOE CORPORATION
207 GRANDVIEW DRIVE
FORT MITCHELL, KY 41017

WILLIAM JOHN YUNG III
President/Secretary/Treasurer/Director/Shareholder

100%

APPLICATION FOR REGISTRATION AS A HOLDING COMPANY

**APPLICATION FOR FINDING OF SUITABILITY AS SOLE OFFICER, DIRECTOR, AND
SHAREHOLDER**

----- Item Continued Next Page -----

**NONRESTRICTED AGENDA
SPECIAL JUNE 2005
PAGE 6**

Re: 29085-01
03132-03
COLUMBIA PROPERTIES TAHOE, LLC
(Wimar Tahoe Corporation – 100%), dba
CAESARS TAHOE
55 HIGHWAY 50
STATELINE, NV 89449

WIMAR TAHOE CORPORATION
Manager

APPLICATION FOR A NONRESTRICTED GAMING LICENSE

APPLICATION FOR LICENSURE AS MANAGER

GCB RECOMMENDS: APPROVAL.

NGC DISPOSITION: APPROVED.

04-06-05 N05-0618 Re: 05150-01
03132-02
DESERT PALACE, INC, dba
CAESARS TAHOE
55 HIGHWAY 50
STATELINE, NV 89449

LARRY JEAN WOOLF
Monitor

APPLICATION FOR LICENSURE AS MONITOR

GCB DISPOSITION: REFERRED BACK TO STAFF.

**NONRESTRICTED AGENDA
SPECIAL JUNE 2005
PAGE 7**

05-06-05 N05-0605 Re: 05614-01
29084-01
SIERRA DEVELOPMENT COMPANY
(A Nevada Corporation), dba
CAESARS TAHOE-RACE BOOK AND SPORTS POOL OPERATED BY CLUB
CAL-NEVA
38 E SECOND ST
RENO, NV 89501

db at

03132-03
CAESARS TAHOE
55 HIGHWAY 50
STATELINE, NV 89449

**APPLICATION FOR A NONRESTRICTED GAMING LICENSE
(RACE BOOK AND SPORTS POOL ONLY)**

**APPLICATION FOR LICENSURE TO CONDUCT OFF-TRACK PARI-MUTUEL RACE
WAGERING**

**APPLICATION BY COLUMBIA PROPERTIES TAHOE, LLC TO RECEIVE A
PERCENTAGE OF GAMING REVENUE FROM THE RACE BOOK**

GCB RECOMMENDS: APPROVAL, CONDITIONED:

- (1) PRIOR TO THE CONDUCT OF RACE AND SPORTS BOOK ACTIVITIES THE SURVEILLANCE SYSTEM MUST BE INSTALLED, REVIEWED AND ADMINISTRATIVELY APPROVED BY THE GCB ENFORCEMENT DIVISION, AND THEREAFTER BE MAINTAINED AT OR ABOVE THE STANDARD THAT IS APPROVED.**
- (2) THE LICENSEE MUST COMPLY WITH NGC REGULATION 6.090 AS IT RELATES TO THE SUBMISSION OF AN ADEQUATE INTERNAL CONTROL SYSTEM AND COMPLIANCE WITH THE MINIMUM INTERNAL CONTROL STANDARDS FOR A COMPUTERIZED RACE AND SPORTS BOOK.**
- (3) ANY CHANGE IN ANY AGREEMENT OR THE CREATION OF ANY NEW AGREEMENT BETWEEN SIERRA DEVELOPMENT COMPANY AND CAESARS TAHOE MUST BE REPORTED TO THE GCB WITHIN 30 DAYS OF SUCH CHANGE.**
- (4) THE TICKET WRITERS MUST BE EMPLOYEES OF SIERRA DEVELOPMENT COMPANY, DB AT CAESARS TAHOE.**

NGC DISPOSITION: APPROVED, CONDITIONED – SAME.

**PUBLIC COMMENT AGENDA
SPECIAL JUNE 2005
PAGE 8**

This public comment agenda item is provided in accordance with NRS 241.020(2)(c)(3) which requires an agenda provide for a period devoted to comments by the general public, if any, and discussion of those comments. No action may be taken upon a matter raised under this item of the agenda until the matter itself has been specifically included on an agenda as an item upon which action will be taken.

PUBLIC COMMENTS AND DISCUSSION:

GCB: COMMENTS TAKEN.

NGC: NO COMMENTS.
